

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X

In re
DELPHI CORPORATION, et al.,
Debtors.

:
:
:

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

----- X

**DECO AUTOMOTIVE, A DIVISION OF
MAGNA INTERNATIONAL, INC.'S OBJECTION TO DEBTORS'
TWENTIETH OMNIBUS OBJECTION PURSUANT TO 11 USC §502(b)
AND FED.R.BANKR.P. 3007 TO CERTAIN (A) DUPLICATE AND AMENDED
CLAIMS, (B) INSUFFICIENTLY DOCUMENTED CLAIMS, (C) CLAIMS NOT
REFLECTED ON DEBTORS' BOOKS AND RECORDS, (D) UNTIMELY CLAIM,
AND (E) CLAIMS SUBJECT TO MODIFICATION, TAX CLAIMS SUBJECT TO
MODIFICATION, MODIFIED CLAIMS ASSERTING RECLAMATION,
CONSENSUALLY MODIFIED AND REDUCED TORT CLAIMS AND
LIFT STAY PROCEDURES CLAIMS SUBJECT TO MODIFICATION**

Deco Automotive, a Division of Magna International, Inc. ("Magna"), for its Objection states as follows:

1. Delphi has objected to the secured nature of Magna's proof of claim.
2. Delphi has not provided any basis or reason for the objection. Thus, it is very difficult for Magna to intelligently respond to Delphi's objection.
3. Magna believes it is entitled to a claim of setoff based on all documents attached to the proof of claim and all the terms of Magna's contracts with Delphi.

4. Magna believed prior to the filing of this objection, that it had come to a reconciliation with Delphi as to the amount of all of Magna's claims against Delphi. See Exhibit A.

Respectfully submitted,

SCHAFFER AND WEINER, PLLC

By: /s/ Ryan Heilman

DANIEL J. WEINER (P32010)

RYAN HEILMAN (P63952)

Counsel for Magna Intier Automotive, LLC

40950 Woodward Ave., Ste. 100

Bloomfield Hills, MI 48304

(248) 540-3340

rheilman@schaferandweiner.com

Dated: September 20, 2007

Recon Summary
Pre-Petition Balances

Vendor Profile		Vendor List			Delphi List			Variance		
	AR	AR	AP	AP	AP	AP	AP	AP	AP	Variance
BEGINNING										
No Variance	\$ 406,342.96		\$ 406,342.96		\$ 406,342.96		\$ -	\$ -	\$ -	\$ -
Amount Different	\$ 2,928.00		\$ 2,920.19		\$ 2,920.19		\$ -	\$ -	\$ -	\$ (7.81)
Vendor List	\$ 138,021.94									\$ (138,021.94)
Delphi List			\$ (47,348.74)		\$ (47,348.74)					\$ (47,348.74)
Total	\$ 547,292.90									\$ (185,378.49)
ADJUSTMENTS										
No Variance										\$ -
Amount Different										\$ -
Vendor List	\$ (134,809.40)	(1)(2)								\$ 134,809.40
Delphi List	\$ (50,561.28)	(3)	\$ -							\$ 50,561.28
Total	\$ (185,370.68)		\$ -							\$ 185,370.68
CURRENT										
No Variance	\$ 406,342.96		\$ 406,342.96		\$ 406,342.96		\$ -	\$ -	\$ -	\$ -
Amount Different	\$ 2,928.00		\$ 2,920.19		\$ 2,920.19		\$ -	\$ -	\$ -	\$ (7.81)
Vendor List	\$ 3,212.54		\$ -		\$ -					\$ (3,212.54)
Delphi List	\$ (50,561.28)		\$ (47,348.74)		\$ (47,348.74)					\$ 3,212.54
Total	\$ 361,922.22									\$ (7.81)

NOTES:

- (1) \$ (80,334.40) Steel Surcharge that Magna had listed as a receivable - now acknowledged as having been paid through adjustment of various purchases orders. See "Pricing surcharge detail" tab
- (2) \$ (54,475.00) Charge issued by Delphi for tooling maintenance that Magna had listed as a receivable - Magna has agreed to accept charge
- (3) \$ (50,561.28) Magna acknowledged receipt and credited it to its Rotoform account

RE: Magna invoice that is charging Delphi for Additional Service Steel price surcharge
for price increase passed to them by their supplier, United Industries, Inc.

see e-mail rec'd 11/16/2006

Invoice # V372012840
Date: 4/18/2005
Amount: \$80,334.00

Price increase relates to the following invoices sent by United Industries to Magna
\$.80 per

Invoice #	Invoice Date	Quantity Shipped	unit	surcharge	Total Charge
178231	2/25/2005	13,542		\$ 0.80	\$ 10,833.60
178982	3/11/2005	12,414		\$ 0.80	\$ 9,931.20
179089	3/15/2005	24,864		\$ 0.80	\$ 19,891.20
179336	3/18/2005	23,911		\$ 0.80	\$ 19,128.80
179571	3/23/2005	25,687		\$ 0.80	<u>\$ 20,549.60</u>

TOTAL SURCHARGE = \$ 80,334.40 <-- THIS IS THE BASIS FOR MAGNA'S STEEL SURCHARGE TO DELPHI

DELPHI PAID STEEL SURCHARGE - PER DONNA RANEK

Explanation sent to Bob Merkley of Magna on 2/19/07

EXPLANATION BELOW PROVIDED BY DANUTA "DONNA" RANEK, DELPHI BUYER;

Process #	DUNS #	Plant Code	Doc Type	Document Date	Total Amount	Currency	Bill Of Lading	Purchase C Status	Due Date/I	Payment #
'90000303	RD 17927 EN		2 '5004948	5/6/2005	\$137,551.16	USD	372014994	D0450093 PAID	7/1/2005	659037
'90000303	RD 17927 EN		2 '5004949	5/6/2005	\$72,117.00	USD	372014989	D0450093 PAID	7/1/2005	659037
'90000303	RD 17927 EN		2 '5004949C	5/6/2005	\$180,292.50	USD	372014992	D0450093 PAID	7/1/2005	659037
'00050161'	RD 17927 EN		4 'ADM000	6/22/2005	(\$54,475.00)	USD	MISC	D0450093 PAID	7/1/2005	659037
'90000317'	RD 17927 EN		4 'CSR5203	9/16/2005	\$53,585.38	USD	372014994	D0450093 PAID	9/23/2005	672311
'90000317'	RD 17927 EN		4 'CSR5203	9/16/2005	\$28,094.40	USD	372014989	D0450093 PAID	9/23/2005	672311
'90000317'	RD 17927 EN		4 'CSR5203	9/16/2005	\$70,236.00	USD	372014992	D0450093 PAID	9/23/2005	672311
					\$487,401.44					
Reverse ADM0001 (charge for failure to maintain tooling)					\$54,475.00	<-- This is being treated as a separate item in setoff dispute				
TOTAL PURCHASE D0450093766 =					<u>\$641,876.44</u>					

Total Pieces in PO = 48,666

Price increased to: \$ 11.1346
Original price paid: \$ 8.013

Higher price paid by Delphi = \$ 3.1216

Incremental price paid by Delphi = \$ 151,915.78 <-- Includes steel surcharge and extra labor cost
per Donna Ranek

Surcharge component = \$ 80,334.40

Extra Labor Costs \$ 71,581.38

Per e-mail from Donna Ranek on 2/19/07:

We have reviewed Vehma files with Nicole Boland who was the buyer involved with this supplier during the time in question.
Our investigation indicates that Spot Buy PO #450093766 contains the payment of \$80,334.40 for the raw material surcharges from United.
The bank order quantity has been reduced from 100,000 to 48,666 and the piece price was increased from \$8.013 to \$11.1346.
The piece price change was calculated to cover the extra labor cost and the raw material surcharges.

I hope this information will offer you an adequate explanation. There are no open surcharge invoices to be further considered.

With best regards,

Danuta "Donna" Ranek
New # 248 813-4375

Note: regarding steel surcharge issue.

MATCHING	AP	AR	Dollar Variance
136713	\$2,920.19	\$2,928.00	\$ 7.81
Grand Total		\$	7.81

MATCHING	AP	AR	Vendor's List	
317341		\$ 3,212.54	\$ 3,212.54	#N/A
CS060659037		\$54,475.00	\$ 54,475.00	#N/A
V372012840		\$80,334.40	\$ 80,334.40	#N/A
Grand Total			\$138,021.94	

This ties to Delphi AP # 317341 in same amount (see tab "DelphiList")

Charge to Magna for failing to maintain tooling equipment -

Magna AR total would have to be reduced if it agrees to this

charge.

see tab - Pricing surcharge detail

MATCHING	AP	AR	Delphi's List
917341	\$ 3,212.54		\$ 3,212.54
PER LEGL	\$(50,561.28)		\$(50,561.28)
Grand Total			\$(47,348.74)

This ties to Magna open A
see notes below Payment to

RE: \$50,561.28 payment Magna acknowledges receipt but they credited it to their Rotofor
I don't think this matters - except to the extent Rotofc

JR # 317341 in same amount (see tab "Vendor List")
to Magna. Document e-mailed to Bob Merkley of Magna

rm account
orm is not included in our recap

Currency Code	Bill Of Lading	Purchase Order #	Status	Due Date/Payment Date	Payment #
USD		135622 D0550005062	Ready To Pay	12/31/2049	0
USD		135677 D0550005062	Ready To Pay	12/31/2049	0
USD		135754 D0550005062	Ready To Pay	12/31/2049	0
USD		135802 D0550005062	Ready To Pay	12/31/2049	0
USD		135853 D0550005062	Ready To Pay	12/31/2049	0
USD		135981 D0550005062	Ready To Pay	12/31/2049	0
USD		136030 D0550005062	Ready To Pay	12/31/2049	0
USD		136078 D0550005062	Ready To Pay	12/31/2049	0
USD		136130 D0550005062	Ready To Pay	12/31/2049	0
USD		136289 D0550005062	Ready To Pay	12/31/2049	0
USD		136336 D0550005062	Ready To Pay	12/31/2049	0
USD		136380 D0550005062	Ready To Pay	12/31/2049	0
USD		136483 D0550005062	Ready To Pay	12/31/2049	0
USD		136577 D0550005062	Ready To Pay	12/31/2049	0
USD	00136713 A	D0550005062	Ready To Pay	12/31/2049	0
USD		136765 D0550005062	Ready To Pay	12/31/2049	0
USD		136959 D0550005062	Ready To Pay	12/31/2049	0
USD		915429 D0450122539	Ready To Pay	12/31/2049	0
USD		915757 D0450144092	Ready To Pay	12/31/2049	0
USD		917226 D0550049273	Ready To Pay	12/31/2049	0
USD		917272 D0450144092	Ready To Pay	12/31/2049	0
USD		917283 D0550049273	Ready To Pay	12/31/2049	0
USD		917314 D0550049273	Ready To Pay	12/31/2049	0
USD		917341 D0550049273	Ready To Pay	12/31/2049	0
USD		917476 D0550049273	Ready To Pay	12/31/2049	0
USD		917551 D0550049273	Ready To Pay	12/31/2049	0
USD		917648 D0550049273	Ready To Pay	12/31/2049	0
USD		917720 D0550049273	Ready To Pay	12/31/2049	0
USD		917753 D0550049273	Ready To Pay	12/31/2049	0
USD		917794 D0550049273	Ready To Pay	12/31/2049	0
USD		917859 D0550049273	Ready To Pay	12/31/2049	0
USD		917894 D0550049273	Ready To Pay	12/31/2049	0
USD		917958 D0450155867	Ready To Pay	12/31/2049	0
USD		917923 D0550049273	Ready To Pay	12/31/2049	0
USD	PER LEGAL		Ready To Pay	12/31/2049	0
USD		918003 D0550049273	Ready To Pay	12/31/2049	0
USD		918042 D0550049273	Ready To Pay	12/31/2049	0
USD		918084 D0550049273	Ready To Pay	12/31/2049	0
USD	V372012581	D0450136399	Ready To Pay	12/31/2049	0
USD	V372012793	D0450136399	Ready To Pay	12/31/2049	0
USD	V372012794	D0450136399	Ready To Pay	12/31/2049	0

MATCHING	AP	AR	No Variance
135622	1464	1464	1464
135677	2928	2928	2928
135754	8784	8784	8784
135802	4392	4392	4392
135853	5856	5856	5856
135981	2928	2928	2928
136030	4392	4392	4392
136078	5856	5856	5856
136130	4392	4392	4392
136289	4392	4392	4392
136336	4392	4392	4392
136380	4392	4392	4392
136483	4392	4392	4392
136577	4392	4392	4392
136765	5856	5856	5856
136959	2928	2928	2928
915429	16934.4	16934.4	16934.4
915757	12337.92	12337.92	12337.92
917226	3212.54	3212.54	3212.54
917272	4354.56	4354.56	4354.56
917283	3212.54	3212.54	3212.54
917314	3212.54	3212.54	3212.54
917476	3212.54	3212.54	3212.54
917551	3212.54	3212.54	3212.54
917648	4818.82	4818.82	4818.82
917720	3212.54	3212.54	3212.54
917753	3212.54	3212.54	3212.54
917794	3212.54	3212.54	3212.54
917859	3212.54	3212.54	3212.54
917894	1606.27	1606.27	1606.27
917923	4818.82	4818.82	4818.82
917958	6048	6048	6048
918003	3212.54	3212.54	3212.54
918042	3212.54	3212.54	3212.54
918084	3212.54	3212.54	3212.54
V372012581	130661.17	130661.17	130661.17
V372012793	15437.88	15437.88	15437.88
V372012794	99038.64	99038.64	99038.64
Grand Total			406342.96

MATCHING	AP	AR	No Variance
135622	1464	1464	1464
135677	2928	2928	2928
135754	8784	8784	8784
135802	4392	4392	4392
135853	5856	5856	5856
135981	2928	2928	2928
136030	4392	4392	4392
136078	5856	5856	5856
136130	4392	4392	4392
136289	4392	4392	4392
136336	4392	4392	4392
136380	4392	4392	4392
136483	4392	4392	4392
136577	4392	4392	4392
136765	5856	5856	5856
136959	2928	2928	2928
915429	16934.4	16934.4	16934.4
915757	12337.92	12337.92	12337.92
917226	3212.54	3212.54	3212.54
917272	4354.56	4354.56	4354.56
917283	3212.54	3212.54	3212.54
917314	3212.54	3212.54	3212.54
917476	3212.54	3212.54	3212.54
917551	3212.54	3212.54	3212.54
917648	4818.82	4818.82	4818.82
917720	3212.54	3212.54	3212.54
917753	3212.54	3212.54	3212.54
917794	3212.54	3212.54	3212.54
917859	3212.54	3212.54	3212.54
917894	1606.27	1606.27	1606.27
917923	4818.82	4818.82	4818.82
917958	6048	6048	6048
918003	3212.54	3212.54	3212.54
918042	3212.54	3212.54	3212.54
918084	3212.54	3212.54	3212.54
V372012581	130661.17	130661.17	130661.17
V372012793	15437.88	15437.88	15437.88
V372012794	99038.64	99038.64	99038.64
Grand Total			406342.96

Sum of AMOUNT	AR/AP					
MATCHING	AP	AR	Variance	Vendor Dif	Delphi Dif	Vendor's List
135622	\$1,464.00	\$1,464.00	\$0.00	0	0	0
135677	\$2,928.00	\$2,928.00	\$0.00	0	0	0
135754	\$8,784.00	\$8,784.00	\$0.00	0	0	0
135802	\$4,392.00	\$4,392.00	\$0.00	0	0	0
135853	\$5,856.00	\$5,856.00	\$0.00	0	0	0
135981	\$2,928.00	\$2,928.00	\$0.00	0	0	0
136030	\$4,392.00	\$4,392.00	\$0.00	0	0	0
136078	\$5,856.00	\$5,856.00	\$0.00	0	0	0
136130	\$4,392.00	\$4,392.00	\$0.00	0	0	0
136289	\$4,392.00	\$4,392.00	\$0.00	0	0	0
136336	\$4,392.00	\$4,392.00	\$0.00	0	0	0
136380	\$4,392.00	\$4,392.00	\$0.00	0	0	0
136483	\$4,392.00	\$4,392.00	\$0.00	0	0	0
136577	\$4,392.00	\$4,392.00	\$0.00	0	0	0
136713	\$2,920.19	\$2,928.00	-\$7.81	2928	2920.19	0
136765	\$5,856.00	\$5,856.00	\$0.00	0	0	0
136959	\$2,928.00	\$2,928.00	\$0.00	0	0	0
317341		\$3,212.54	-\$3,212.54	0	0	3212.54
915429	\$16,934.40	\$16,934.40	\$0.00	0	0	0
915757	\$12,337.92	\$12,337.92	\$0.00	0	0	0
917226	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917272	\$4,354.56	\$4,354.56	\$0.00	0	0	0
917283	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917314	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917341	\$3,212.54		\$3,212.54	0	0	0
917476	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917551	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917648	\$4,818.82	\$4,818.82	\$0.00	0	0	0
917720	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917753	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917794	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917859	\$3,212.54	\$3,212.54	\$0.00	0	0	0
917894	\$1,606.27	\$1,606.27	\$0.00	0	0	0
917923	\$4,818.82	\$4,818.82	\$0.00	0	0	0
917958	\$6,048.00	\$6,048.00	\$0.00	0	0	0
918003	\$3,212.54	\$3,212.54	\$0.00	0	0	0
918042	\$3,212.54	\$3,212.54	\$0.00	0	0	0
918084	\$3,212.54	\$3,212.54	\$0.00	0	0	0

CS060659037		\$54,475.00	-\$54,475.00	0	0	54475
PER LEGL	-\$50,561.28		-\$50,561.28	0	0	0
V372012581	\$130,661.17	\$130,661.17	\$0.00	0	0	0
V372012793	\$15,437.88	\$15,437.88	\$0.00	0	0	0
V372012794	\$99,038.64	\$99,038.64	\$0.00	0	0	0
V372012840		\$80,334.40	-\$80,334.40	0	0	80334.4
Grand Total	\$361,914.41	\$547,292.90	-185378.49	2928	2920.19	138021.94

Delphi's Lis No Variance Dollar Variance

0	1464	0
0	2928	0
0	8784	0
0	4392	0
0	5856	0
0	2928	0
0	4392	0
0	5856	0
0	4392	0
0	4392	0
0	4392	0
0	4392	0
0	4392	0
0	4392	0
0	4392	0
0	0	7.81
0	5856	0
0	2928	0
0	0	0
0	16934.4	0
0	12337.92	0
0	3212.54	0
0	4354.56	0
0	3212.54	0
0	3212.54	0
3212.54	0	0
0	3212.54	0
0	3212.54	0
0	4818.82	0
0	3212.54	0
0	3212.54	0
0	3212.54	0
0	3212.54	0
0	1606.27	0
0	4818.82	0
0	6048	0
0	3212.54	0
0	3212.54	0
0	3212.54	0

0	0	0
-50561.28	0	0
0	130661.17	0
0	15437.88	0
0	99038.64	0
0	0	0
-47348.74	406342.96	7.81

[Click here](#)
MAC

AR/AP	A/R Name	A/P Name	MATCHING	AMOUNT
AP		TESMA INTERNATIONAL INC PER LEGL		-50,561.28
AP		TESMA INTERNATIONAL INC	917226	3,212.54
AP		TESMA INTERNATIONAL INC	917283	3,212.54
AP		TESMA INTERNATIONAL INC	917314	3,212.54
AP		TESMA INTERNATIONAL INC	917341	3,212.54
AP		TESMA INTERNATIONAL INC	917476	3,212.54
AP		TESMA INTERNATIONAL INC	917551	3,212.54
AP		TESMA INTERNATIONAL INC	917648	4,818.82
AP		TESMA INTERNATIONAL INC	917720	3,212.54
AP		TESMA INTERNATIONAL INC	917753	3,212.54
AP		TESMA INTERNATIONAL INC	917794	3,212.54
AP		TESMA INTERNATIONAL INC	917859	3,212.54
AP		TESMA INTERNATIONAL INC	917894	1,606.27
AP		TESMA INTERNATIONAL INC	917923	4,818.82
AP		TESMA INTERNATIONAL INC	915429	16,934.40
AP		TESMA INTERNATIONAL INC	917272	4,354.56
AP		TESMA INTERNATIONAL INC	915757	12,337.92
AP		TESMA INTERNATIONAL INC	918003	3,212.54
AP		TESMA INTERNATIONAL INC	918042	3,212.54
AP		TESMA INTERNATIONAL INC	918084	3,212.54
AP		TESMA INTERNATIONAL INC	917958	6,048.00
AP		COSMA INTERNATIONAL IN	135622	1464.00
AP		COSMA INTERNATIONAL IN	135677	2928.00
AP		COSMA INTERNATIONAL IN	135754	8784.00
AP		COSMA INTERNATIONAL IN	135802	4392.00
AP		COSMA INTERNATIONAL IN	135853	5856.00
AP		COSMA INTERNATIONAL IN	135981	2928.00
AP		COSMA INTERNATIONAL IN	136030	4392.00
AP		COSMA INTERNATIONAL IN	136078	5856.00
AP		COSMA INTERNATIONAL IN	136130	4392.00
AP		COSMA INTERNATIONAL IN	136289	4392.00
AP		COSMA INTERNATIONAL IN	136336	4392.00
AP		COSMA INTERNATIONAL IN	136380	4392.00
AP		COSMA INTERNATIONAL IN	136483	4392.00
AP		COSMA INTERNATIONAL IN	136577	4392.00
AP		COSMA INTERNATIONAL IN	136713	2920.19
AP		COSMA INTERNATIONAL IN	136765	5856.00

AP	COSMA INTERNATIONAL IN	136959	2928.00
AP	VEHMA INTERNATIONAL OF V372012581		130,661.17
AP	VEHMA INTERNATIONAL OF V372012793		15,437.88
AP	VEHMA INTERNATIONAL OF V372012794		99,038.64
AR	Delphi	915429	16,934.40
AR	Delphi	915757	12,337.92
AR	Delphi	917226	3,212.54
AR	Delphi	917272	4,354.56
AR	Delphi	917283	3,212.54
AR	Delphi	917314	3,212.54
AR	Delphi	317341	3,212.54
AR	Delphi	917476	3,212.54
AR	Delphi	917551	3,212.54
AR	Delphi	917648	4,818.82
AR	Delphi	917720	3,212.54
AR	Delphi	917753	3,212.54
AR	Delphi	917794	3,212.54
AR	Delphi	917859	3,212.54
AR	Delphi	917894	1,606.27
AR	Delphi	917923	4,818.82
AR	Delphi	917958	6,048.00
AR	Delphi	918003	3,212.54
AR	Delphi	918042	3,212.54
AR	Delphi	918084	3,212.54
AR	Delphi	135622 \$	1,464.00
AR	Delphi	135677 \$	2,928.00
AR	Delphi	135754 \$	8,784.00
AR	Delphi	135802 \$	4,392.00
AR	Delphi	135853 \$	5,856.00
AR	Delphi	135981 \$	2,928.00
AR	Delphi	136030 \$	4,392.00
AR	Delphi	136078 \$	5,856.00
AR	Delphi	136130 \$	4,392.00
AR	Delphi	136289 \$	4,392.00
AR	Delphi	136336 \$	4,392.00
AR	Delphi	136380 \$	4,392.00
AR	Delphi	136483 \$	4,392.00
AR	Delphi	136577 \$	4,392.00
AR	Delphi	136713 \$	2,928.00
AR	Delphi	136765 \$	5,856.00
AR	Delphi	136959 \$	2,928.00
AR	Delphi	V372012581	130,661.17

AR	Delphi	V372012793	15,437.88
AR	Delphi	V372012794	99,038.64
AR	Delphi	V372012840	80,334.40
AR	Delphi	CS060659037	54,475.00